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**ORIGINAL**

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BY HAND AND FAX

July 12, 2006

Hon. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street  
Washington, D.C. 20423-0001

ENTERED  
Office of Proceedings  
JUL 14 2006

Part of  
Public Record

**RE:** STB Finance Docket No. 34813, New York New Jersey  
Rail LLC and New York Cross Harbor Railroad Terminal  
Corp -- Transaction within a corporate family  
exemption

**Withdrawal of Motion to hold in abeyance**  
**Expedited consideration requested**

Dear Mr. Williams:

I am writing on behalf of Petitioners New York New Jersey Rail LLC and New York Cross Harbor Railroad Terminal Corp. ("NYNJRR", "NYCH," and collectively "Petitioners") in connection with the above-captioned exemption proceeding. By letter dated January 5, 2006, I had asked the Board to hold in abeyance until further notice the corporate family transaction request previously filed with the Board on December 22, 2005. On January 10, 2006, the Board served a decision granting Petitioners' request.

Subsequently, On February 3, 2006, the New York City Economic Development Corporation ("NYCEDC") filed its own "Motion to Hold in Abeyance" in this proceeding. Since then, Petitioners have addressed NYCEDC's concerns with the result that NYCEDC yesterday withdrew its request to hold this proceeding abeyance. A copy of NYCEDC's filing is attached hereto.

In addition, Petitioners had previously reached an

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July 12, 2006  
Page two

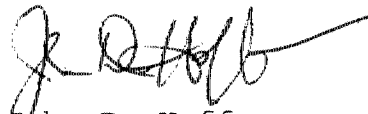
agreement with Consolidated Rail Corporation on certain issues resulting in the amended exemption notice that Petitioners had filed with the Board on February 24, 2006, reflecting that agreement.

Accordingly, Petitioners' exemption request is now unopposed and Petitioners request that the Board promptly issue a decision allowing them to consummate their transaction as reflected in that amended Notice of Exemption.

Because my client is anxious to proceed with a long planned and urgently needed investment in the subject rail facilities, it requests that the Board expeditiously issue this notice of exemption.

Please date stamp and return one copy of this letter.

Sincerely yours,

A handwritten signature in dark ink, appearing to read 'J. D. Heffner', with a long horizontal flourish extending to the right.

John D. Heffner  
Counsel for Petitioners

Enclosure

cc: David Konschnik, Esq., (by fax to 565-9002)  
Jonathan Broder, Esq. (by fax to 215-209-4819)  
Alex Menendez, Esq. (by fax to 408-7763)

# **ATTACHMENT**

LAW OFFICE

MCLEOD, WATKINSON & MILLER

MICHAEL R. MCLEOD  
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MARC E. MILLER  
RICHARD T. ROSSIER  
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KATHRYN A. KLEIMAN\*\*  
OF COUNSEL  
(\*\*Admitted in Virginia only)

July 11, 2006

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

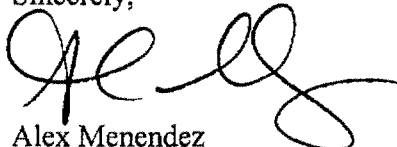
Re: STB Finance Docket No. 34813, *New York New Jersey Rail LLC and New York  
Cross Harbor Railroad Terminal Corp. - - Transaction within a Corporate  
Family Exemption*

Dear Sir:

I am enclosing an original and ten copies of the Notice Of New York City Economic Development Corporation Of Withdrawal Of Request To Hold Proceeding In Abeyance in the above referenced proceeding. An additional copy is enclosed for date stamp and return to our messenger. Please note that a 3.5 inch diskette is enclosed with this document.

Thank you for your attention to this matter.

Sincerely,



Alex Menendez  
Counsel for the New York City Economic  
Development Corporation, acting on behalf of the  
City of New York, NY

cc: John D. Heffner, Esq.  
Jonathan M. Broder, Esq.

**BEFORE THE  
SURFACE TRANSPORTATION BOARD**

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**Finance Docket No. 34813  
NEW YORK NEW JERSEY RAIL LLC AND NEW YORK CROSS HARBOR  
RAILROAD TERMINAL CORP. - - TRANSACTION WITHIN A CORPORATE  
FAMILY EXEMPTION**

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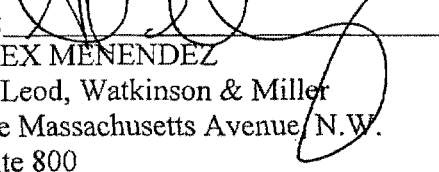
**NOTICE OF NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION OF  
WITHDRAWAL OF REQUEST TO HOLD PROCEEDING IN ABEYANCE**

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New York City Economic Development Corporation ("EDC"), acting in its capacity as contractor to the City of New York, NY with responsibility for managing properties that are involved in this proceeding, hereby files this notice withdrawing its request to hold this proceeding in abeyance.

Dated: July 11, 2006

Respectfully submitted,

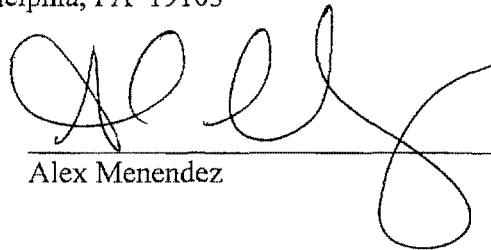
By:   
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Fax (202) 408-7763  
Email. [amenendez@mwmlaw.com](mailto:amenendez@mwmlaw.com)  
Counsel for New York City Economic  
Development Corporation

**CERTIFICATE OF SERVICE**

I hereby certify that on this 11 day of July, 2006, a copy of the foregoing NOTICE OF NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION OF WITHDRAWAL OF REQUEST TO HOLD PROCEEDING IN ABEYANCE was served by first class mail, postage prepaid, upon:

John D. Heffner, Esquire  
1920 N Street, N.W., Suite 800  
Washington, DC 20036

Jonathan M. Broder, Esquire  
Vice President – Law and General Counsel  
Consolidated Rail Corporation  
2001 Market Street, 29<sup>th</sup> Floor  
Philadelphia, PA 19103

  
\_\_\_\_\_  
Alex Menendez